



22nd May 2022

To: The Annual General Meeting, IFROAR, 2022 in Houston.

A motion to introduce Bylaws to improve Governance of the ROAR Fellowship

Moved by: Dr J P Moriarty PP (ZL2JPM)

Introduction to the Motion:

As with many other Rotary Fellowships, ROAR's membership is dispersed around the world and until the recent advent of functional videoconferencing (e.g. Zoom), interactive face-to-face meetings between members were uncommon outside of a Rotary Convention (for the AGM) or a regional meeting (if a Regional Vice-President organised one). In addition, ROAR's Officers are elected for a term of three years, and if recent years are any indication, there will be those who never manage to meet their peers during their term of office.

However, now that effective communications can be arranged at will, there is a pressing need to improve the Fellowship's governance: to make ROAR more adaptable by empowering Officers to respond to opportunities that would benefit members. This objective will be difficult to achieve outside of an AGM unless there are appropriate By-Laws and delegations of authority to empower our Officers and keep the Fellowship safe.

Observed Governance Issues.

The Fellowship has always had a very basic set of rules and it is perhaps a bit optimistic to regard them as more than this – although they are represented as a “Constitution”. See Appendix 1.

What is defined in this Constitution includes:

- A. Broad Purposes of IFROAR
- B. Membership eligibility
- C. Officers, their Appointment and term of duty
- D. A mechanism for setting Dues
- E. Reporting back to Members
- F. Financial Reporting
- G. A mechanism for changing the Constitution
- H. Basic Activities – such as a newsletter.

What is not defined includes:

- a) Duties of Regional Vice-Presidents within their Regions
- b) AGM and Inter-AGM Delegations of Authority for the President and Officers
- c) Management of key information such as
 - I. Banking – Bank details, accounts held, authorised signatories, signatory rules, authorisation of expenses incurred under delegation
 - II. Intellectual Property: URL ownership (i.e. www.ifroar.org)
 - III. Website access rules



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- IV. Teleconferencing system responsibilities and rules (i.e. ZOOM)
 - V. Succession and Contingency Planning (holding of key information by at least two Officers)
 - VI. Auditing or Reviewing the Annual Financial Statements
- d) Responsibility to meet the obligations of Fellowships to RI (implicit in RI Rules).

Initiatives already undertaken since 2018.

At the 2018-19 AGM, held in Toronto, Outgoing President John (ZL2JPM) introduced a motion to provide a President with some delegated authority for expenditure of ROAR funds. See Appendix 2.

This motion was passed and thereafter the President of IFROAR obtained delegated financial authority to approve expenditure on technological or service initiatives subject to the following conditions:

- a. That the initiative is non-recurring, would be beneficial to members in general and could be enjoyed by any of them,
- b. That any single initiative or combination of initiatives does not incur expenditure in excess of 10% of the Fellowship's equity in any Rotary year,
- c. That no member of IFROAR receives any pecuniary benefit, directly or indirectly, from the funding of any initiative approved under this delegation,
- d. That all initiatives under consideration are disclosed to members in the Fellowship's newsletter before this delegation is exercised on any of them.

This Delegation enables the President to make payments for services that can be enjoyed by all members (e.g., ZOOM for meetings, ROAR lapel pins, contributions to the upkeep and provision of DSTAR facilities at XLX299 (module R), etc.)

A recurring service initiative would need another exercise of the entire Delegation in a subsequent year, but this is no real impediment. The necessity of having to review the effectiveness of an initiative and either continue it, use an alternative or disband it is sound governance.

Condition (d) is intended to ensure transparency in the exercise of the delegation, but evidence of it being exercised in the form specified is elusive. It may well have been overlooked. At least it is a prompt for a newsletter (however brief!).

The delegation should have been added to the Constitution Text as it that would have made it easier to ensure it wasn't just "lost in the minutes" of an AGM.

In essence, this delegation covers some of the points made in the previous Section.

Recommendations for other Changes to the Constitution.

It was mentioned at the "Taipei" Virtual AGM that a strategic plan for ROAR should be adopted. Ordinarily, this would seem common-sense and might be something to aspire to. However, speaking from recent experience as a ROAR President, the Fellowship is not a Rotary Club with the usual community and charitable goals. The Purpose of the Fellowship is more modest but still distinct: exchanges of views, developing understanding and fellowship between members, etc.

The motion that follows will prioritise these purposes, but also promote better and safer governance of our long-standing and (currently) well-resourced Fellowship.



The Fellowship will be sustained if it continues to attract members and provide benefits to them over and above their membership of Rotary. Benefits may differ on a regional basis – due to time zone issues or other local situations. The essence of this is that membership is inherently a regional matter and that exchanges of views, etc. are both regional and international.

Also important are the small things that become critical if something unforeseen occurs. The Fellowship risks being crippled if a bank account, domain name management service, or the like, is dependent on an individual who, one day, for any reason, cannot function. The Constitution and its Bylaws must anticipate this and make provision for continuity or wind-up. Banks and other institutions have rules for such situations and the Fellowship's Officers must find out what they are and be compliant if the worst occurs.

Because of these observations,

I move that

In the Current Constitution (Appendix 1), the following BYLAWS (all the words between "STARTS" and "ENDS") be added after the existing paragraph headed "Voting and Amendments":

STARTS

Bylaws.

Regional Vice-Presidents:

- a) Vice-Presidents may be assigned to the following **Seven** Regions:
 - i. **ANZO** - Australia, New Zealand and Other places not included in any other region
 - ii. **ASIA** - The Continent of Asia
 - iii. **CEEMA** – The Continent of Europe and The Continent of Africa
 - iv.
 - v. **RIBI** - Great Britain and Ireland (GBI)
 - vi. **SACAMA** – The Continent of South American (except Guyana, Suriname and French Guiana), Central America, Mexico, and the Spanish speaking island nations of the Caribbean (except Puerto Rico)
 - vii. **USCB (East and West)** – The Continent of North America including Bermuda and Puerto Rico.
- b) A Vice-President will be appointed to a Region, either by resolution at an Annual General Meeting or, in the case of a vacancy, the President may appoint a member willing to serve in accordance with the Constitution.
- c) Vice-Presidents are responsible for:
 - i. Membership promotion within their Region



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- ii. Facilitating contributions to the ROAR Newsletter and any other Regional publications
- iii. Memorialising significant changes to members: e.g. obituaries for Silent Keys & notification of recipients of awards or honours
- iv. Organising at least one regional general meeting each Rotary Year
- v. Promoting Nets or establishing other initiatives that carry out the Purposes of the Fellowship
- vi. Assisting the President to exercise the delegations of that office
- vii. Delegating tasks to other members of the region who wish to contribute.

AGM, President's Delegations and Inter-AGM Delegations of Authority for the President and Officers:

- a) The Secretary shall give 30 days' notice of the Annual General Meeting of the Fellowship, that, wherever possible, is to be held at a time and at the place of the Annual Rotary Convention. If the International Rotary Convention cannot be held at any location, the Secretary shall give 30 days' notice of an alternative meeting mechanism, such as via teleconference. In any case, the Secretary shall make provision for members to attend any AGM by teleconference.
- b) The President is delegated the financial authority to approve expenditure on technological or service initiatives in any Region subject to the following conditions:
 - i. That the initiative is non-recurring, would be beneficial to members in general and could be enjoyed by any of them,
 - ii. That any single initiative or combination of initiatives does not incur expenditure in excess of ten percent of the Fellowship's equity in any Rotary year,
 - iii. That no member of IFROAR receives any pecuniary benefit, directly or indirectly, from the funding of any initiative approved under this delegation,
 - iv. That all initiatives under consideration are disclosed to members in the Fellowship's newsletter before this delegation is exercised on any of them.
- c) In the event that the President is unable to serve out the term of office, the Immediate Past President shall be President until the next AGM where an election of a President shall be held. In the event that the Immediate Past President is unable to serve, the Secretary shall request the Vice-Presidents to confer and they shall appoint one of their number to be President until the next AGM where an election of a President shall be held.
- d) If the Office of Secretary or Treasurer becomes vacant, the President shall appoint a suitably qualified member who is willing to serve in accordance with the Constitution.

Management of Key Information:

- a) Banking:
 - i. The President and the Treasurer shall ensure that suitable banking facilities are used to deposit the Fellowship's funds, which shall be held in the name of the Fellowship.
 - ii. The methods of communication with and operations of the banking facilities shall be fully described in writing by the member currently responsible for them, along with any necessary access codes. A backup copy shall be kept in strict confidence by the Secretary and only disclosed to the President and Treasurer with the support of a majority of Vice-Presidents for the purposes of recovery.
 - iii. Two signatories, one of whom is either the Treasurer or the President, shall be required to disburse any funds from the Fellowship's bank accounts. A third



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- signatory shall be appointed by the President in accordance with the prevailing banking rules.
- iv. If PayPal or any similar online banking or payment service is used, the Treasurer shall ensure that its balance is always less than \$1,500. Funds received from such services should be moved to the Fellowship's bank accounts as soon as possible.
- b) Maintenance of Intellectual Property:
- i. The methods of communication with and operations of the Fellowship's website, domain account and any other Internet-based services relied upon for fulfilling the Purposes of the Fellowship shall be fully described in writing by the member or service provider currently responsible for them, along with any necessary access codes. A backup copy shall be kept in strict confidence by the Secretary and only disclosed to the President with the support of a majority of Vice-Presidents for the purposes of recovery.
- c) Reviewing the Annual Accounts:
- i. The Treasurer shall provide Statements of Financial Performance and Financial Position during the month of MAY to a Vice-President nominated by the President to review the accounts. Details of all income and expenses shall be provided along with any other information reasonably requested by the reviewer. The Reviewed Accounts and the opinion of the reviewer shall be presented at the AGM for approval by the members.
- d) General:
- i. Attendance at International Rotary Conventions. The Fellowship should use its best endeavours to be physically present in the House of Friendship (or equivalent) and wherever practicable, arrange for the operation of a special event HF station (e.g. remote operation) and a VHF/UHF digital modes hotspot as part of the convention communications plan. The Fellowship will meet all actual and reasonable costs associated with establishing a physical presence at Convention. Expenses incurred by members attending or participating in the Convention are excluded.

ENDS

In conclusion, most of the matters raised by Presidents and other Officers with whom I've discussed ROAR's governance are covered in these recommendations. I commend this Motion to the AGM.

73's

John (ZL2JPM)



Appendix 1. Rules of the International Fellowship of Rotarians of Amateur Radio as at 1 July 2020.

ROTARIANS OF AMATEUR RADIO CONSTITUTION

Purposes of the Fellowship

The purposes of the fellowship are to provide a forum for the exchange of views between members who share an interest in Amateur Radio, as either licensed Radio Amateurs or as Short-wave Listeners with a view to developing understanding, acquaintance and fellowship between members worldwide.

Qualifications for Membership

Members must be Rotarians, or Rotaractors or Retired Rotarians, or the Spouses of Members, who hold a license issued in their own country of residence, or who have a genuine interest in Shortwave Radio.

Officers

President, Secretary, Treasurer, Regional Vice Presidents and Magazine Editor

Appointment of Officers

New Officers shall be proposed by the existing Officers, for confirmation at the Annual General Meeting which will, where practicable, be held at the time of the International Rotary Convention.

Officers shall be appointed to serve a three-year term.

Dues

Dues shall be at a level recommended by the officers, for confirmation at the AGM, and shall be collected by the Treasurer, or by arrangement, may be collected in the Regions for submission to the Treasurer. The Treasurer may agree to a reduced International subscription where the local membership bears the cost of the distribution of the Roster and Communicator magazine. Where members have failed to submit dues for a period of five years, they shall be removed from the membership roster.

Annual Reports

The President and Secretary shall submit to the membership, for consideration at the AGM, a report on the activities of the Fellowship. The Treasurer shall submit a report account of the financial affairs of the Fellowship.

Activities

The Officers and Regional Vice Presidents shall be responsible for the organisation of regular radio schedules for members, internationally and locally as is appropriate, and shall also arrange for the regular publication of a Roster of Members and a newsletter. Where practicable, information for members shall be made available on the Fellowship's International Websites.

Voting and Amendments

Changes to this Constitution may be proposed by any paid-up member, for consideration by the Officers, who will then make recommendations to the members at the next AGM. Any necessary voting on motions at the AGM shall require a simple majority of those attending.



Appendix 2. Motion Passed at The ROAR 2018 AGM (and included in this Motion)

Notice of AGM Motion from Outgoing President John (ZL2JPM):

2. I move that the President of IFROAR be given delegated financial authority to approve expenditure on technological or service initiatives subject to the following conditions:
 - a. That the initiative is non-recurring, would be beneficial to members in general and could be enjoyed by any of them,
 - b. That any single initiative or combination of initiatives does not incur expenditure in excess of 10% of the Fellowship's equity in any Rotary year,
 - c. That no member of IFROAR receives any pecuniary benefit, directly or indirectly, from the funding of any initiative approved under this delegation,
 - d. That all initiatives under consideration are disclosed to members in the Fellowship's newsletter before this delegation is exercised on any of them.

Background to the Motion:

The ability to innovate and to respond to changing circumstances has become an issue for the Officers of IFROAR. For instance, the resurrection of a USA Net was essential and a mechanism for doing so involved a software dashboard service (akin to a DSTAR Reflector dashboard) allowing participants to "log-in" and register their availability for QSOs. This service was provided by other amateurs and was available to all members, although more usefully so to those in the USA.

President John (ZL2JPM) authorised the expenditure of a few hundred dollars to purchase access to this service and it was ratified at the 2017 AGM. This motion would formalise funding of such initiatives in the future. Future possibilities could include:

- *Payment for Services on a Reflector that would enable any Digital mode to connect and create inter-mode QSOs by members.*
- *Improvement of the prototype administration system written by President John. This prototype may need to be advanced to provide greater capability by programmers and that would be of benefit to all members (through a more secure and capable administration system).*
- *Incorporation of IFROAR (if mandated by RI), would benefit all members from a legally safer governance structure.*

The condition of 10% of equity in any year limits addresses any risks and allows for revision at the next AGM, where the President must account to the Members for this delegation.

The motion also expects members who can do service for the Fellowship, for the benefit of all members, should do so without pecuniary reward. However, if such approved work involves payment to third parties (actual and reasonable costs for goods or services integral to that work), then those parties should be paid by the Fellowship.

Finally, disclosure of initiatives under consideration provides members with advance notice of benefits they could access.